

Paulson John  
Form 4  
May 04, 2012

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PAULSON & CO INC**

(Last) (First) (Middle)

1251 AVENUE OF THE AMERICAS,

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Delphi Automotive PLC [DLPH]**

3. Date of Earliest Transaction (Month/Day/Year)  
**05/02/2012**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/02/2012		S	347,776	D \$ 30.71	13,399,802	D (1) (8) (9) (10)
Common Stock	05/02/2012		S	37,423	D \$ 30.71	2,842,129	D (2) (8) (9) (10)
Common Stock	05/02/2012		S	43,792	D \$ 30.71	3,702,660	D (3) (8) (9) (10)
Common Stock	05/02/2012		S	202,527	D \$ 30.71	10,659,361	D (4) (8) (9) (10)
Common Stock	05/02/2012		S	2,883	D \$ 30.71	1,066,613	D (5) (8) (9) (10)

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Common Stock	05/02/2012	S	10,097	D	\$ 30.71	1,169,386	I	See (6) (8) (9) (10)
Common Stock	05/02/2012	S	197,624	D	\$ 30.71	2,555,642	D (7) (8) (9) (10)	
Common Stock	05/03/2012	S	62,096	D	\$ 30.53	13,337,706	D (1) (8) (9) (10)	
Common Stock	05/03/2012	S	35,796	D	\$ 30.53	10,623,565	D (4) (8) (9) (10)	
Common Stock	05/03/2012	S	6,682	D	\$ 30.53	2,835,447	D (2) (8) (9) (10)	
Common Stock	05/03/2012	S	515	D	\$ 30.53	1,066,098	D (5) (8) (9) (10)	
Common Stock	05/03/2012	S	7,820	D	\$ 30.53	3,694,840	D (3) (8) (9) (10)	
Common Stock	05/03/2012	S	1,804	D	\$ 30.53	1,167,582	I	See (6) (8) (9) (10)
Common Stock	05/03/2012	S	35,287	D	\$ 30.53	2,520,355	D (7) (8) (9) (10)	
Common Stock	05/04/2012	S	100,000	D	\$ 30.1	2,420,355	D (7) (8) (9) (10)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 3 and 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAULSON & CO INC 1251 AVENUE OF THE AMERICAS NEW YORK, NY 10020		X		
PAULSON PARTNERS ENHANCED L.P. 1251 AVENUE OF THE AMERICAS NEW YORK, NY 10020		X		
Paulson International Ltd. C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE, S. CHURCH ST GRAND CAYMAN, E9 KY1-1104		X		
Paulson Advantage Master Ltd. C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE, S. CHURCH ST GRAND CAYMAN, E9 KY1-1104		X		
Paulson Advantage Plus Master Ltd. C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE, S. CHURCH ST GRAND CAYMAN, E9 KY1-1104		X		
Paulson John 1251 AVENUE OF THE AMERICAS NEW YORK, NY 10020		X		
PAULSON PARTNERS LP 1251 AVENUE OF THE AMERICAS NEW YORK, NY 10020		X		
PAULSON ENHANCED LTD C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE, S. CHURCH ST GRAND CAYMAN, E9 KY1-1104		X		

## Signatures

Stuart L. Merzer, General Counsel and Chief Compliance Officer of Paulson & Co.  
Inc.

05/04/2012

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reflects the securities of the issuer owned directly by Paulson Credit Opportunities Master Ltd. ("Credit Master").
- (2) Reflects the securities of the issuer owned directly by Paulson Partners Enhanced, L.P. ("Enhanced LP").
- (3) Reflects the securities of the issuer owned directly by Paulson International Ltd. ("International").

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- (4) Reflects the securities of the issuer owned directly by Paulson Enhanced Ltd. ("Enhanced Ltd.").
- (5) Reflects the securities of the issuer owned directly by Paulson Partners L.P. ("Paulson Partners").
- (6) Reflects the securities held in accounts managed separately (the "Separately Managed Accounts") by Paulson & Co. Inc. ("Paulson").
- (7) Reflects the securities of the issuer owned directly by Paulson Recovery Master Fund Ltd. ("Recovery Master").

Paulson is an investment advisor registered under the Investment Advisors Act of 1940. Paulson is the investment manager of Recovery Master, Enhanced LP, Enhanced Ltd., Paulson Partners, International, Paulson Advantage Master Ltd. ("Advantage Master"), Credit Master and Paulson Advantage Plus Master Ltd. ("Advantage Plus Master," and collectively, the "Funds") and securities held in the Separately Managed Accounts. Paulson is also the controlling person of Paulson Advisers LLC, the managing general partner of each of Paulson Partners and Enhanced L.P. John Paulson is the controlling person of Paulson.

- (9) Additionally, Advantage Master directly owns 614,057 shares of common stock of the Issuer and Advantage Plus Master directly owns 1,004,686 shares of common stock.

- (10) Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Act"), the filing of this Form 4 shall not be deemed an admission by any of the persons reporting on this Form 4 that he or it, for purposes of Section 16 of the Act or otherwise is the beneficial owner of any equity securities covered by this Form.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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